

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS

In Re: CK Liquidation Corporation

Chapter 7  
Bankruptcy Case 03-44906  
Judge Henry J. Boroff

CLERK'S CERTIFICATION FOR TRANSMITTAL  
OF RECORD ON APPEAL

**05-40062-NMG**

I, JAMES M. LYNCH, Clerk of the United States Bankruptcy Court for the District of Massachusetts, do hereby certify that the annexed documents are copies of the original papers as described in the accompanying Designation of Record and constitute the Record on Appeal in the case entitled and numbered **CK Liquidation Corporation 03-44906**.

IN TESTIMONY WHEREOF, I HEREBY SET  
MY HAND AND AFFIX THE SEAL OF THIS  
COURT, AT WORCESTER, IN THE DISTRICT OF  
MASSACHUSETTS, THIS 11th DAY OF APRIL.

Date: 4/11/05

James M. Lynch  
Clerk, U.S. Bankruptcy Court



By the Court,

Yingmay Steele

Deputy Clerk  
(508) 770-8963

619

Receipt of the documents in the above-entitled case as described in the Designation of Record is hereby acknowledged this 11th day of April, 2005.

This case has been assigned No. 05-40062.

Yingmay Steele  
DEPUTY CLERK

05-40062 NMG

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS

In Re: CK Liquidation Corporation

Chapter  
03-44906  
Judge Henry J. Boroff**NOTICE OF FILING OF APPEAL TO DISTRICT COURT**

A Notice of Appeal and an Election to have the appeal heard in the United States District Court were filed on **MARCH 10, 2005** in the above case/proceeding.

Please refer to 28 U.S.C. § 158(c)(1), Federal Rule of Bankruptcy Procedure 8001 et seq., and Local Rule 203 of the U.S. District Court. Also, pursuant to Federal Rule of Bankruptcy Procedure 8006 the Appellant must file with the Clerk of this Court, a Designation of the Record on Appeal and a Statement of the Issues to be presented on Appeal, within ten (10) days of the filing of the:

1. Notice of Appeal, or
2. Entry of an Order granting leave to appeal, or
3. Entry of an Order disposing of the last timely motion outstanding of a type specified in Rule 8002(b),

whichever is **later**.

A copy of the Designation and Statement shall be served by the Appellant on the Appellee.

The Appellee may file a Designation of Additional Papers to be included in the Record on Appeal within ten (10) days after service of the Appellant's Designation and Statement.

Upon the filing of Designation(s) of Record and Statement of Issues on Appeal, the Appellant (and Appellee if additional papers have been designated) shall, provide the Clerk with copies of all papers which have been designated for inclusion in the Record on Appeal within twenty-five (25) days of the issuance of this notice.

It is the duty of the parties to insure that the Record on Appeal is complete. The Clerk of the Bankruptcy Court will transmit the Record on Appeal as assembled by the parties.

Date:3/10/05

James M. Lynch  
Clerk, U.S. Bankruptcy Court

By the Court,

Yingmay Steele  
Deputy Clerk  
(508) 770- 8963

**05-40062 NMG**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
WESTERN DIVISION

In re: }  
CK LIQUIDATION CORPORATION, }  
Debtor } Chapter 7  
} Case No. 03-44906-HJB

**UNITED STATES TRUSTEE'S  
NOTICE OF APPEAL TO  
THE UNITED STATES DISTRICT COURT  
(WITH CERTIFICATE OF SERVICE)**

Pursuant to 28 U.S.C. § 158(a) and (b), 11 U.S.C. § 307 and Fed. R. Bankr. P. 8001, the United States Trustee appeals to the United States District Court for the District of Massachusetts the bankruptcy court's final order dated September 7, 2004 and docketed on September 15, 2004 ("September 7, 2004 Order") (Docket # 336), approving the final fee application of Ropes & Gray, LLP as counsel to the debtor in the above case, as well as the Court's final order dated February 28, 2005 ("February 28, 2005 Order") (Docket #s 473 and 474), denying the United States Trustee's motion to alter or to amend the September 7, 2004 Order under Fed. R. Bankr. P. 9023.

The names of all parties to the September 7, 2004 and February 28, 2005 Orders and the names, addresses and telephone numbers of their respective attorneys are listed below.

/

(488)  
3/10/05

Respectfully submitted,

PHOEBE MORSE

United States Trustee

By: /s/ Eric K. Bradford

Eric K. Bradford BBO#560231  
United States Department of Justice  
Thomas P. O'Neill Jr. Federal Bldg.  
10 Causeway Street, Room 1184  
Boston, MA 02222  
(617) 788-0415

Dated: March 10, 2005.

**CERTIFICATE OF SERVICE**

I certify that on March 10, 2005, true and correct copies of the foregoing notice of appeal were served by United States mail, First Class postage pre-paid, upon the individuals listed below and by ECF upon all persons having filed notices of appearance in the Court's ECF database

PHOEBE MORSE

United States Trustee

By: /s/ Eric K. Bradford

Eric K. Bradford BBO#560231  
United States Department of Justice  
Thomas P. O'Neill Jr. Federal Bldg.  
10 Causeway Street, Room 1184  
Boston, MA 02222  
(617) 788-0415

Dated: March 10, 2005.

/

**PARTIES TO APPEAL AND THEIR RESPECTIVE COUNSEL**

CK Liquidation Corporation  
33 Boston Post Road West  
Suite 120  
Marlboro, MA 01752  
Tax id: 04-3079696  
(Debtor)  
*dba*  
Baystate Technologies, Inc.  
*fka*  
Cadkey Corporation

James M. Wilton, Esq.  
Stephen Moeller-Sally, Esq.  
Erin T. Fontana, Esq.  
Ropes and Gray LLP  
One International Place  
Boston, MA 02110-2624  
617-951-7000  
Fax : 617-951-7050  
Email: [jwilton@ropesgray.com](mailto:jwilton@ropesgray.com)  
(Counsel to CK Liquidation Corp.)

John A. Burdick, Esq.  
340 Main Street  
Worcester, MA 01608  
508-752-4633  
(Chapter 7 Trustee)

Charles Azano, Esq.  
Richard E. Mikels, Esq.  
Mintz, Levin, Cohn, Ferris, Glovsky  
and Popeo, P.C.  
1 Financial Center  
Boston, MA 02111  
617-542-6000  
Email: [cazano@mintz.com](mailto:cazano@mintz.com)  
(Counsel to Chapter 7 Trustee)

John F. Ward, Esq.  
Bromberg & Sunstein, LLP  
125 Summer Street  
Boston, MA 02110  
(Chair, Official Committee Of  
Unsecured Creditors)

Michael J. Goldberg, Esq.  
Sherin & Logden, LLP  
101 Federal Street  
Boston, MA 02110  
(617) 646-2000  
Email: [mjgoldbe@sherin.com](mailto:mjgoldbe@sherin.com)  
(Counsel to the Official Committee of  
Unsecured Creditors)

United States Bankruptcy Court  
District of Massachusetts

In re: ) Chapter 7  
CK Liquidation Corporation ) Case No. 03-44906-HJB  
(f/k/a/ CADKEY Corporation), )  
Debtor )

## ORDER

For the reasons set forth in this Court's Memorandum of Decision of even date, the "United States Trustee's Motion to Reconsider Order Allowing Final Application for Compensation and Reimbursement of Expenses of Ropes & Gray LLP as Counsel to the Debtor" is DENIED.

DATED: February 28, 2005

Henry J. Boroff  
Henry J. Boroff  
United States Bankruptcy Court

UNITED STATES BANKRUPTCY COURT, DISTRICT OF MASSACHUSETTS  
Proceeding Memorandum/Order of Court

In Re: CK Liquidation Corporation

Case Number: 03-44906

Ch: 7

## MOVANT/APPLICANT/PARTIES:

#299 APPLICATION (Final) of Ropes & Gray, LLP for Compensation and Expenses as Counsel to Debtor  
James M. Wilton, Esq.

## OUTCOME:

Granted  Denied  Approved  Sustained  
 Denied  Denied without prejudice  Withdrawn in open court  Overruled  
 OSC enforced/released  
 Continued to: \_\_\_\_\_ For: \_\_\_\_\_  
 Formal order/stipulation to be submitted by: \_\_\_\_\_ Date due: \_\_\_\_\_  
 Findings and conclusions dictated at close of hearing incorporated by reference  
 Taken under advise ment: Brief(s) due \_\_\_\_\_ From \_\_\_\_\_  
 Response(s) due \_\_\_\_\_ From \_\_\_\_\_  
 Fees allowed in the amount of: \$ \_\_\_\_\_ Expenses of: \$ \_\_\_\_\_  
 No appearance/response by: \_\_\_\_\_  
 DECISION SET OUT MORE FULLY BY COURT AS FOLLOWS:

THE APPLICATION IS ALLOWED IN THE AMOUNT REQUESTED.

IT IS SO NOTED:

IT IS SO ORDERED:

Dated: 09/07/2004

Henry J. Boroff, U.S. Bankruptcy Judge

Courtroom Deputy

05-40062

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
WESTERN DIVISION

In re: )  
CK LIQUIDATION CORPORATION, )  
Debtor ) Chapter 7  
Case No. 03-44906-HJB

**UNITED STATES TRUSTEE'S  
ELECTION TO HAVE APPEAL HEARD  
BY THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS  
(WITH CERTIFICATE OF SERVICE)**

The United States Trustee elects to have the appeal from the bankruptcy court's order dated September 7, 2004 and docketed on September 15, 2004 ("September 7, 2004 Order") (Docket # 336), approving the final fee application of Ropes & Gray, LLP as counsel to the debtor in the above case, as well as the Court's February 28, 2005 order (Docket #s 473 and 474), denying the United States Trustee's motion to alter or to amend the September 7, 2004 Order under Fed. R. Bankr. P. 9023, heard by the United States District Court for the District of Massachusetts.

Respectfully submitted,

## PHOEBE MORSE

## United States Trustee

By: /s/ Eric K. Bradford  
Eric K. Bradford BBO#560231  
United States Department of Justice  
Thomas P. O'Neill Jr. Federal Bldg.  
10 Causeway Street, Room 1184  
Boston, MA 02222  
(617) 788-0415

Dated: March 10, 2005.

**CERTIFICATE OF SERVICE**

I certify that on March 10, 2005, true and correct copies of the foregoing election were served by United States mail, First Class postage pre-paid, upon the individuals listed below and by ECF upon all persons having filed notices of appearance in the Court's ECF database

PHOEBE MORSE

United States Trustee

By: /s/ Eric K. Bradford  
Eric K. Bradford BBO#560231  
United States Department of Justice  
Thomas P. O'Neill Jr. Federal Bldg.  
10 Causeway Street, Room 1184  
Boston, MA 02222  
(617) 788-0415

Dated: March 10, 2005.

/

**PARTIES TO APPEAL AND THEIR RESPECTIVE COUNSEL**

CK Liquidation Corporation  
33 Boston Post Road West  
Suite 120  
Marlboro, MA 01752  
Tax id: 04-3079696  
(Debtor)  
*dba*  
Baystate Technologies, Inc.  
*fka*  
Cadkey Corporation

James M. Wilton, Esq.  
Stephen Moeller-Sally, Esq.  
Erin T. Fontana, Esq.  
Ropes and Gray LLP  
One International Place  
Boston, MA 02110-2624  
617-951-7000  
Fax : 617-951-7050  
Email: [jwilton@ropesgray.com](mailto:jwilton@ropesgray.com)  
(Counsel to CK Liquidation Corp.)

John A. Burdick, Esq.  
340 Main Street  
Worcester, MA 01608  
508-752-4633  
(Chapter 7 Trustee)

Charles Azano, Esq.  
Richard E. Mikels, Esq.  
Mintz, Levin, Cohn, Ferris, Glovsky  
and Popeo, P.C.  
1 Financial Center  
Boston, MA 02111  
617-542-6000  
Email: [cazano@mintz.com](mailto:cazano@mintz.com)  
(Counsel to Chapter 7 Trustee)

John F. Ward, Esq.  
Bromberg & Sunstein, LLP  
125 Summer Street  
Boston, MA 02110  
(Chair, Official Committee Of  
Unsecured Creditors)

Michael J. Goldberg, Esq.  
Sherin & Logden, LLP  
101 Federal Street  
Boston, MA 02110  
(617) 646-2000  
Email: [mjgoldbe@sherin.com](mailto:mjgoldbe@sherin.com)  
(Counsel to the Official Committee of  
Unsecured Creditors)

05-40062

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
WESTERN DIVISION

In re: }  
CK LIQUIDATION CORPORATION, }  
Debtor } Chapter 7  
Case No. 03-44906-HJB

**UNITED STATES TRUSTEE'S  
DESIGNATION OF CONTENTS FOR INCLUSION  
IN RECORD ON APPEAL AND STATEMENT  
OF ISSUE ON APPEAL  
(WITH CERTIFICATE OF SERVICE)**

Pursuant to 28 U.S.C. § 158(a), 11 U.S.C. § 307 and Fed. R. Bankr. P. 8006, the United States Trustee, appellant, files this designation of contents for inclusion in the record on appeal and statement of issue on appeal.

**DESIGNATION OF CONTENTS FOR INCLUSION  
IN RECORD ON APPEAL**

The following shall be included in the record on appeal:

DATE	DOCKET NO.	DESCRIPTION
08/22/2003	1	Chapter 11 voluntary Petition
08/22/2003	3	Debtor's application to retain Ropes & Gray as Debtor's chapter 11 counsel
08/22/2003	4	Affidavit of James M. Wilton supporting Ropes & Gray employment application
08/29/2003	25	Motion for order authorizing and approving bidding procedures and break-up fee and selling substantially all assets

(501)  
3/21/05

09/08/2003	42	Disclosure of compensation of Debtor's counsel under Rule 2016
09/09/2003	46	Order granting Debtor's application to retain Ropes & Gray as chapter 11 counsel
09/09/2003	297	Transcript of September 9, 2003 hearing on Debtor's motion to retain Ropes & Gray as chapter 11 counsel
09/12/2003	55	Order approving bidding procedures and break-up fee
11/06/2003	121	Order authorizing sale of substantially all Debtor's assets
12/01/2003	178	Order enforcing terms of sale order
12/05/2003	190	First interim application for compensation and reimbursement of expenses of Ropes & Gray LLP as chapter 11 counsel to the Debtor
12/05/2003	191	Exhibit C to first interim application
12/05/2003	192	Exhibit C continued
12/05/2003	193	Exhibit D
12/29/2003	226	Order allowing Ropes & Gray's first interim fee application
12/29/2003	286	Transcript of hearing held on 12/29/2003 re: Ropes & Gray's first interim fee application
02/02/2004	238	Motion to amend case caption
02/02/2003	239	Debtor's motion to convert case to chapter 7
03/04/2004	256	Order granting motion to convert case to chapter 7
03/04/2004	257	Order to update
03/05/2004	259	Certificate of appointment and acceptance of trustee and fixing of bond

03/05/2004	261	Application to employ John A. Burdick as counsel to the chapter 7 trustee
03/17/2004	263	Notice of filing schedule of post-petition creditors
03/19/2004	266	Endorsed order granting motion to employ trustee has his own counsel
03/19/2004	267	Chapter 7 trustee's application to employ Sherin and Lodgen LLP as special counsel
04/20/2004	295	Order granting motion to amend case caption
06/23/2004	299	Final application of Ropes & Gray for compensation and reimbursement of expenses
06/23/04	300	Exhibit C to final application
06/23/2004	301	Exhibit D to final application
08/17/2004	318	Order granting chapter 7 trustee's application to retain Sherin & Lodgen as special counsel
09/07/2004	336	Order granting Ropes & Gray's final fee application (Entered 09/15/2004)
09/07/2004	[ ]	Transcript of September 7, 2004 hearing on Ropes & Gray's final application for compensation and reimbursement of expenses <b>ORDERED</b>
09/27/2004	344	United States Trustee's motion to reconsider order granting Ropes & Gray's final fee application
10/05/2004	345	Objection by Ropes & Gray to United States Trustee's motion for reconsideration
12/03/2004	400	Transcript of 11/23/2004 motion of United States Trustee to reconsider order granting Ropes & Gray's final fee application
01/14/2005	416	Application to retain Mintz, Levin, Cohn, Ferris, Glovsky and Popeo as special counsel to the chapter 7 trustee

02/17/2005	462	Order granting chapter 7 trustee's application to retain Mintz, Levin as special counsel
02/28/2005	473	Memorandum of decision denying United States Trustee's motion for reconsideration
02/28/2005	474	Order denying United States Trustee's motion for reconsideration
03/10/2005	488	United States Trustee' notice of appeal of Court's 02/28/2005 order denying motion for reconsideration
03/10/2005	489	United States Trustee's election of appeal to the United States District Court

Case docket through 03/21/2005

**STATEMENT OF ISSUE ON APPEAL**

Whether it was error for Ropes & Gray to receive compensation for work it performed after the debtor's chapter 11 case converted to chapter 7.

Respectfully submitted,

PHOEBE MORSE

United States Trustee

By: /s/ Eric K. Bradford  
Eric K. Bradford BBO#560231  
United States Department of Justice  
Thomas P. O'Neill Jr. Federal Bldg.  
10 Causeway Street, Room 1184  
Boston, MA 02222  
(617) 788-0415

Dated: March 21, 2005.

**CERTIFICATE OF SERVICE**

I certify that on March 21, 2005, I served the foregoing pleading by United States mail, First Class postage pre-paid, upon the individuals listed below and by ECF upon all persons having filed notices of appearance in the Court's ECF database.

PHOEBE MORSE

United States Trustee

By: /s/ Eric K. Bradford  
Eric K. Bradford BBO#560231  
United States Department of Justice  
Thomas P. O'Neill Jr. Federal Bldg.  
10 Causeway Street, Room 1184  
Boston, MA 02222  
(617) 788-0415

Dated: March 21, 2005.

**PARTIES TO APPEAL AND THEIR RESPECTIVE COUNSEL**

CK Liquidation Corporation  
33 Boston Post Road West  
Suite 120  
Marlboro, MA 01752  
Tax id: 04-3079696  
(Debtor )  
*dba*  
Baystate Technologies, Inc.  
*fka*  
Cadkey Corporation

James M. Wilton, Esq.  
Stephen Moeller-Sally, Esq.  
Erin T. Fontana, Esq.  
Ropes and Gray LLP  
One International Place  
Boston, MA 02110-2624  
617-951-7000  
Fax : 617-951-7050  
Email: [jwilton@ropesgray.com](mailto:jwilton@ropesgray.com)  
(Counsel to CK Liquidation Corp.)

John A. Burdick, Esq.  
340 Main Street  
Worcester, MA 01608  
508-752-4633  
(Chapter 7 Trustee)

Charles Azano, Esq.  
Richard E. Mikels, Esq.  
Mintz, Levin, Cohn, Ferris, Glovsky  
and Popeo, P.C.  
1 Financial Center  
Boston, MA 02111  
617-542-6000  
Email: [cazano@mintz.com](mailto:cazano@mintz.com)  
(Counsel to Chapter 7 Trustee)

John F. Ward, Esq.  
Bromberg & Sunstein, LLP  
125 Summer Street  
Boston, MA 02110  
(Chair, Official Committee Of  
Unsecured Creditors)

Michael J. Goldberg, Esq.  
Sherin & Logden, LLP  
101 Federal Street  
Boston, MA 02110  
(617) 646-2000  
Email: [mjgoldbe@sherin.com](mailto:mjgoldbe@sherin.com)  
(Counsel to the Official Committee of  
Unsecured Creditors)